

San Antonio Housing Trust

Housing Presentation: SAHT Governance Re-Alignment

May 21, 2021

Background

2019 NALCAB Top Strategic Recommendation:

*Re-alignment of the Board of the **four** San Antonio Housing Trust entities to:*

- Better balance the collective skills & interests of board members
- Promote unified policy development
- Perspective in decision making
- Enhancement of transparency

Why was this necessary?

- Lack of Coordination between the 11 Member SAHT/Foundation & 5 Member PFC/FC
- Limited understanding of the roles of each entity and other activities
- No Policy that collectively guides actions of the 4 boards to pursue common goals
- Real and Perceived imbalance of authority
- Actions require expertise and perspective to make complex decisions

Joint Transition Committee

Both sets of boards agreed to establish an ad hoc committee to oversee technical decision making challenges with a transition of this nature.

Celina Pena	Trust/Foundation President (Mayoral)
Paul DeManche	Trust/Foundation Vice President (D1 Appointee)
John Whitsett	Trust/Foundation Secretary (D10 Appointee)
Rebecca Viagran	PFC/FC Board President (D3)
Shirley Gonzalez	PFC/FC Board Vice President (D5)
Roberto Trevino	PFC/FC Board (D1)

1st Joint Transition Committee Meeting	September 24, 2020
Joint Staff Workshop	October 2, 2020
Joint Staff Workshop	October 23, 2020
2nd Joint Transition Committee Meeting	December 8, 2020
Joint Staff Workshop	January 13, 2021
3rd Joint Transition Committee Meeting	March 26, 2021
4th Joint Transition Committee Meeting	May 14, 2021

Joint Transition Committee

1st JTC:

- Move forward w/ governance board structure that unifies board members across each legal entity

2nd JTC:

- Staggered Terms
- Board Nomination and Term Limit Structure
- Sub-Committees (Governance/Policy & Finance/Audit)
- Disband Investment Corporation
- Ensure Core Values are enshrined in Formation Documents
- Order of Approval Progression
- Process for Filling Initial Vacant Board Member Seats

3rd JTC:

- Provided Guidance on a Statement of Purpose
- Asked staff to Finalize Legal Docs and establish consistency between entities
- For PFC/FC, "Community Advisors" that are elected to Officer Positions may vote

4th JTC:

- Agreed to the Final Statement of Purpose
- Agreed with process to select Community Board Members
- Recommended moving forward with Re-alignment

Revised Statement of Purpose

The San Antonio Housing Trust will be committed to creating and preserving housing that is primarily affordable, accessible, attainable, and/or sustainable to residents within the City of San Antonio; and to support community development efforts that build and sustain neighborhoods, empower residents, and provide for positive equitable outcomes.

Former Statement:

"The San Antonio Housing Trust Foundation, Inc. will be committed to improve, expand and preserve housing in its inner city and downtown neighborhoods, with particular attention on housing programs and opportunities for low and moderate income residents."

Governing Board Change

Existing Governance Structure

Trust	Foundation	Public Facility Corporation	Finance Corporation
11 Appointed Trustees by each Council District & Mayor	11 Appointed Directors by each Council District & Mayor	5 Council Directors appointed by Mayor	5 Council Directors appointed by Mayor
1 City Trustee*			

Proposed Governance Structure

Trust	Foundation	Public Facility Corporation	Finance Corporation
5 Council Trustees	5 Council Directors	5 Council Directors	5 Council Directors
3 Community Trustees (Housing Expert)	3 Community Directors (Housing Expert)	3 Community Advisors** (Housing Expert)	3 Community Advisors** (Housing Expert)
3 Community Trustees (Community Rep)	3 Community Directors (Community Rep)	3 Community Advisors** (Community Rep)	3 Community Advisors** (Community Rep)
1 City Trustee*	1 City Director *	1 City Advisor*	1 City Advisor *

*City Member is Advisory Only

**Community Advisors can vote, if elected as an officer.

Board Appointments and Terms

5 Council Board Members:

The Mayor shall nominate the 5 City Council members

6 Community Board Members:

SAHT Governance Committee (Initially JTC) will coordinate with City Clerk/City Attorney to provide 6 Community Board recommendations for City Council Consideration

4 Year Terms:

All Board Members will have 4 Year Terms after initial staggering. All Board Members shall have additional 4 year renewal.

Initial Staggering of Terms - "Draw Straws":

- 5 Council Board: 2 Directors for 2 years, 3 Directors for 4 years
- 6 Community Board : 3 Directors for 2 years, 3 Directors for 4 years

Officer Positions: President, VP, Secretary, Treasurer in each legal entity.

Standing Committees

Board President

Create Ad-Hoc Committees for specific tasks necessary to exercise its authority.

Governance and Policy Committee

Responsible for evaluation of new Directors, overall policy development and Executive Director evaluations

Finance and Audit Committee

Reviews and prepare the annual budget and oversee audits.

Standing Committees must have at least (1) Council Director & (1) Community Director

Community Board Qualifications

Community Representatives

Three (3) of the Community board members shall have prior experience in housing advocacy, non-profit fundraising, policy making, community engagement, or reside in an affordable housing unit.

Housing Industry Experts

Three (3) of the Community board members shall have experience in real estate, financial underwriting, property development, housing finance, capital markets, lending, construction, property management, or other relevant housing industry experience.

Community Board Selection

Community Board Selection Process

- After City Council approves the Board Re-Alignment, City Clerk prepares applications for the new board.
- SAHT commence announcement campaign to educate & invite persons to apply
- City Clerk accepts applications and forwards to City Attorney for standard vetting
- Joint Transition Committee will receive vetted applications and meet to provide 6 community board selection recommendations.
- City Council to vote to consider JTC Recommendations
- Upon Council approval, organizational docs will be filed and JTC disbanded

TIMELINE

- Joint Transition Committee May 17, 2021
- San Antonio Housing Commission May 21, 2021
- Planning and Land Development Committee May 25, 2021
- 4 SAHT Entities Approval May 26 - 27
- City Council A-Session Re-alignment Approval June 10, 2021
- Community Board Member Application/Selection July
- City Council A-Session - Board Member Approval August TBD
- Recordings and Filings with Clerk and State August TBD